

ORIGINAL NEW APPLICATION
TOTAL HOLDINGS, INC.
d/b/a GTC Communications



September 22, 2008

VIA OVERNIGHT DELIVERY

Arizona Corporation Commission
Docket Control
1200 W. Washington Street
Phoenix, AZ 85007-2927

T-20630A-08-0494

Re: Total Holdings, Inc. d/b/a GTC Communications

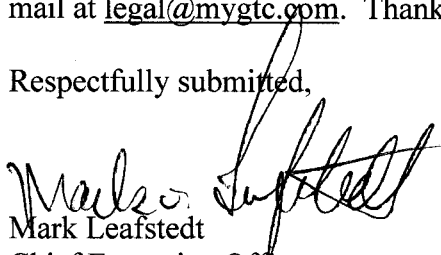
Dear Sir or Madam:

Enclosed please find for filing an original and thirteen (13) copies of Total Holdings, Inc. d/b/a GTC Communications' Application and Petition for Certificate of Convenience and Necessity to Provide Intrastate Telecommunications Services within the State of Arizona.

Please acknowledge receipt of this filing by date stamping the additional copy of this transmittal letter and returning it to me in the enclosed self-addressed postage prepaid envelope.

If you have any questions or need any additional information regarding this filing, please do not hesitate to contact Alice Breslow, Compliance Paralegal, at 213-995-9700 x264 or via electronic mail at legal@mygtc.com. Thank you for your attention to this matter.

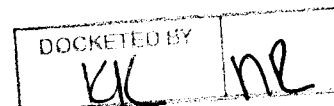
Respectfully submitted,


Mark Leafstedt
Chief Executive Officer
Total Holdings, Inc.

Enclosures

Arizona Corporation Commission
DOCKETED

SEP 26 2008



AZ CORP COMMISSION
DOCKET CONTROL

2008 SEP 26 11:28

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NEW APPLICATION

RECEIVED

ARIZONA CORPORATION COMMISSION

7008 SEP 26 11:28

Application and Petition for Certificate of Convenience and Necessity to Provide Intrastate Telecommunications Services

Mail original plus 13 copies of completed application to:

For Docket Control Only:
(Please Stamp Here)

Docket Control Center
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007-2927

Please indicate if you have current applications pending
in Arizona as an Interexchange reseller, AOS provider,
or as the provider of other telecommunication services.

T-20630A-08-0494

Type of Service: _____

Docket No.: _____ Date: _____ Date Docketed: _____

Type of Service: _____

Docket No.: _____ Date: _____ Date Docketed: _____

A. COMPANY AND TELECOMMUNICATION SERVICE INFORMATION

(A-1) Please indicate the type of telecommunications services that you want to provide in Arizona and mark the appropriate box(s).

- ☒ Resold Long Distance Telecommunications Services (Answer Sections A, B).
- ☐ Resold Local Exchange Telecommunications Services (Answer Sections A, B, C).
- ☐ Facilities-Based Long Distance Telecommunications Services (Answer Sections A, B, D).
- ☐ Facilities-Based Local Exchange Telecommunications Services (Answer Sections A, B, C, D, E)
- ☐ Alternative Operator Services Telecommunications Services (Answer Sections A, B)
- ☐ Other _____ (Please attach complete description)

(A-2) The name, address, telephone number (including area code), facsimile number (including area code), e-mail address, and World Wide Web address (if one is available for consumer access) of the Applicant:

Total Holdings, Inc.
707 Wilshire Boulevard, 12th Floor
Los Angeles, CA 90017
(213) 995-9700 (213) 995-9710 (fax)
legal@myqtc.com

<p>(A-3) The d/b/a ("Doing Business As") name if the Applicant is doing business under a name different from that listed in Item (A-2):</p> <p style="text-align: center;">GTC Communications</p>
<p>(A-4) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Management Contact:</p> <p>Mark Leafstedt 707 Wilshire Boulevard, 12th Floor Los Angeles, CA 90017 (213) 995-9700 (213) 995-9710 (fax) legal@mygtc.com</p>
<p>(A-5) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Attorney and/or Consultant:</p> <p>Nathaniel Law, Attorney at Law 707 Wilshire Boulevard, 12th Floor Los Angeles, CA 90017 (213) 995-9700 (213) 995-9710 (fax) nathaniell@totalcallusa.com</p>
<p>(A-6) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Complaint Contact Person:</p> <p>Lucy Sung, Customer Service Director 707 Wilshire Boulevard, 12th Floor Los Angeles, CA 90017 (213) 995-9700 (213) 995-9710 (fax) lucys@totalcallusa.com</p>
<p>(A-7) What type of legal entity is the Applicant? Mark the appropriate box(s) and category.</p> <p><input type="checkbox"/> Sole proprietorship</p> <p><input type="checkbox"/> Partnership: <input type="checkbox"/> Limited, <input type="checkbox"/> General, <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign</p> <p><input type="checkbox"/> Limited Liability Company: <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign</p> <p><input checked="" type="checkbox"/> Corporation: <input checked="" type="checkbox"/> "S", <input type="checkbox"/> "C", <input type="checkbox"/> Non-profit</p> <p><input type="checkbox"/> Other, specify: _____</p>
<p>(A-8) Please include "Attachment A":</p> <p>Attachment "A" <u>must</u> include the following information:</p> <ol style="list-style-type: none"> 1. A copy of the Applicant's Certificate of Good Standing as a domestic or foreign corporation, LLC, or other entity in Arizona. 2. A list of the names of all owners, partners, limited liability company managers (or if a member managed LLC, all members), or corporation officers and directors (specify). 3. Indicate percentages of ownership of each person listed in A-8.2.

(A-9) Include your Tariff as "Attachment B".

Your Tariff must include the following information:

1. Proposed Rates and Charges for each service offered (reference by Tariff page number).
2. Tariff Maximum Rate and Prices to be charged (reference by Tariff page number).
3. Terms and Conditions Applicable to provision of Service (reference by Tariff page number).
4. Deposits, Advances, and/or Prepayments Applicable to provision of Service (reference by Tariff page number).
5. The proposed fee that will be charged for returned checks (reference by Tariff page number).

(A-10) Indicate the geographic market to be served:

☒

Statewide. (Applicant adopts statewide map of Arizona provided with this application).

☐

Other. Describe and provide a detailed map depicting the area.

(A-11) Indicate if the Applicant or any of its officers, directors, partners, or managers has been or are currently involved in any formal or informal complaint proceedings pending before any state or federal regulatory commission, administrative agency, or law enforcement agency.

Describe in detail any such involvement. Please make sure you provide the following information:

1. States in which the Applicant has been or is involved in proceedings.
2. Detailed explanations of the Substance of the Complaints.
3. Commission Orders that resolved any and all Complaints.
4. Actions taken by the Applicant to remedy and/or prevent the Complaints from re-occurring.

None

(A-12) Indicate if the Applicant or any of its officers, directors, partners, or managers has been or are currently involved in any civil or criminal investigation, or had judgments entered in any civil matter, judgments levied by any administrative or regulatory agency, or been convicted of any criminal acts within the last ten (10) years.

Describe in detail any such judgments or convictions. Please make sure you provide the following information:

1. States involved in the judgments and/or convictions.
2. Reasons for the investigation and/or judgment.
3. Copy of the Court order, if applicable.

None

(A-13) Indicate if the Applicant's customers will be able to access alternative toll service providers or resellers via 1+101XXXX access.

☒

Yes

☐

No

(A-14) Is Applicant willing to post a Performance Bond? Please check appropriate box(s).

☒ For Long Distance Resellers, a \$10,000 bond will be recommended for those resellers who collect advances, prepayments or deposits.

☐ Yes

☒ No

If "No", continue to question (A-15).

☐ For Local Exchange Resellers, a \$25,000 bond will be recommended.

☐ Yes

☐ No

If "No", continue to question (A-15).

☐ For Facilities-Based Providers of Long Distance, a \$100,000 bond will be recommended.

☐ Yes

☐ No

If "No", continue to question (A-15).

☐ For Facilities-Based Providers of Local Exchange, a \$100,000 bond will be recommended.

☐ Yes

☐ No

If any box in (A-14) is marked "No", continue to question (A-15).

Note: Amounts are cumulative if the Applicant is applying for more than one type of service.

(A-15) If any box in (A-14) is marked "No", provide the following information. Clarify and explain the Applicant's deposit policy (reference by tariff page number). Provide a detailed explanation of why the Applicant's superior financial position limits any risk to Arizona consumers.

Applicant will not require deposits nor advance payments for Arizona customers, see tariff page number 18. Moreover, Applicant possess the requisite financial resources to operate within the State of Arizona See attachment D.

(A-16) Submit copies of affidavits of publication that the Applicant has, as required, published legal notice of the Application in all counties where the Applicant is requesting authority to provide service.

Note: For Resellers, the Applicant must complete and submit an Affidavit of Publication Form as Attachment "C" before Staff prepares and issues its report. Refer to the Commission's website for Legal Notice Material (Newspaper Information, Sample Legal Notice and Affidavit of Publication). For Facilities-Based Service Providers, the Hearing Division will advise the Applicant of the date of the hearing and the publication of legal notice. Do not publish legal notice or file affidavits of publication until you are advised to do so by the Hearing Division.

(A-17) Indicate if the Applicant is a switchless reseller of the type of telecommunications services that the Applicant will or intends to resell in Arizona:

☒ Yes

☐ No

If "Yes", provide the name of the company or companies whose telecommunications services the Applicant resells.

Sprint

(A-18) List the States in which the Applicant has had an application approved or denied to offer telecommunications services similar to those that the Applicant will or intends to offer in Arizona:

Note: If the Applicant is currently approved to provide telecommunications services that the Applicant intends to provide in Arizona in less than six states, excluding Arizona, list the Public Utility Commission ("PUC") of each state that granted the authorization. For each PUC listed provide the name of the contact person, their phone number, mailing address including zip code, and e-mail address.

Indiana, Michigan, New York, Oregon, Texas, Virginia, Utah, Washington

(A-19) List the States in which the Applicant currently offers telecommunications services similar to those that the Applicant will or intends to offer in Arizona.

Note: If the Applicant currently provides telecommunication services that the Applicant intends to provide in Arizona in six or more states, excluding Arizona, list the states. If the Applicant does not currently provide telecommunications services that the Applicant intends to provide in Arizona in five or less states, list the key personnel employed by the Applicant. Indicate each employee's name, title, position, description of their work experience, and years of service in the telecommunications services industry.

Applicant is not currently offering telecommunications service in any states.

See Attachment E for list of key personnels employed by the Applicant.

(A-20) List the names and addresses of any alternative providers of the service that are also affiliates of the telecommunications company, as defined in R14-2-801.

Total Calling International, Inc.

OPEX Communications, Inc.

Total Call Mobile, Inc.

All are located at:

707 Wilshire Boulevard, 12th Floor

Los Angeles, CA 90017

(A-21) Check here if you wish to adopt as your petition a statement that the service has already been classified as competitive by Commission Decision:

- ☒ Decision # 64178 Resold Long Distance
☐ Decision # 64178 Resold LEC
☐ Decision # 64178 Facilities Based Long Distance
☐ Decision # 64178 Facilities Based LEC

B. FINANCIAL INFORMATION

(B-1) Indicate if the Applicant has financial statements for the two (2) most recent years.

☐ Yes

☒ No

If "No," explain why and give the date on which the Applicant began operations. The Company was formed in 2008

(B-2) Include "Attachment D".

Provide the Applicant's financial information for the two (2) most recent years.

1. A copy of the Applicant's balance sheet.
2. A copy of the Applicant's income statement.
3. A copy of the Applicant's audit report.
4. A copy of the Applicant's retained earnings balance.
5. A copy of all related notes to the financial statements and information.

Note: Make sure "most recent years" includes current calendar year or current year reporting period.

(B-3) Indicate if the Applicant will rely on the financial resources of its Parent Company, if applicable.

N/A

(B-4) The Applicant must provide the following information.

1. Provide the projected total revenue expected to be generated by the provision of telecommunications services to Arizona customers for the first twelve months following certification, adjusted to reflect the maximum rates for which the Applicant requested approval. Adjusted revenues may be calculated as the number of units sold times the maximum charge per unit.
2. Provide the operating expenses expected to be incurred during the first twelve months of providing telecommunications services to Arizona customers following certification.
3. Provide the net book value (original cost less accumulated depreciation) of all Arizona jurisdictional assets expected to be used in the provision of telecommunications service to Arizona customers at the end of the first twelve months of operation. Assets are not limited to plant and equipment. Items such as office equipment and office supplies should be included in this list.
4. If the projected value of all assets is zero, please specifically state this in your response.
5. If the projected fair value of the assets is different than the projected net book value, also provide the corresponding projected fair value amounts.

Projected intrastate revenue \$1,000.00

Projected intrastate costs \$800.00

Projected operating income \$200.00

Projected assets within the State of Arizona is zero as Applicant will not own, lease, nor operate any switching, transmission, or other physical facilities in the State of Arizona, and no such facilities will be used by Applicant in providing long-distance service in the State of Arizona. Hence, assets within the State of Arizona is zero.

C. RESOLD AND/OR FACILITIES-BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(C-1) Indicate if the Applicant has a resale agreement in operation,

☐ Yes

☐ No

If "Yes", please reference the resale agreement by Commission Docket Number or Commission Decision Number.

N/A

D. FACILITIES-BASED LONG DISTANCE AND/OR FACILITIES BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(D-1) Indicate if the Applicant is currently selling facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services in Arizona. This item applies to an Applicant requesting a geographic expansion of their CC&N:

☐ Yes

☐ No

If "Yes," provide the following information:

1. The date or approximate date that the Applicant began selling facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services in Arizona.
2. Identify the types of facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services that the Applicant sells in Arizona.

N/A

If "No," indicate the date when the Applicant will begin to sell facilities-based long distance telecommunications AND/OR facilities-based local exchange telecommunications services in Arizona.

E. FACILITIES-BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(E-1) Indicate whether the Applicant will abide by the quality of service standards that were approved by the Commission in Commission Decision Number 59421:

☐ Yes

☐ No

N/A

(E-2) Indicate whether the Applicant will provide all customers with 911 and E911 service, where available, and will coordinate with incumbent local exchange carriers ("ILECs") and emergency service providers to provide this service:

☐ Yes

☐ No N/A

(E-3) Indicate that the Applicant's switch is "fully equal access capable" (i.e., would provide equal access to facilities-based long distance companies) pursuant to A.A.C. R14-2-1111 (A):

☐ Yes

☐ No N/A

I certify that if the applicant is an Arizona corporation, a current copy of the Articles of Incorporation is on file with the Arizona Corporation Commission and the applicant holds a Certificate of Good Standing from the Commission. If the company is a foreign corporation or partnership, I certify that the company has authority to transact business in Arizona. I certify that all appropriate city, county, and/or State agency approvals have been obtained. Upon signing of this application, I attest that I have read the Commission's rules and regulations relating to the regulations of telecommunications services (A.A.C. Title 14, Chapter 2, Article 11) and that the company will abide by Arizona state law including the Arizona Corporation Commission Rules. I agree that the Commission's rules apply in the event there is a conflict between those rules and the company's tariff, unless otherwise ordered by the Commission. I certify that to the best of my knowledge the information provided in this Application and Petition is true and correct.

Mark Leafstedt
(Signature of Authorized Representative)

9/23/08
(Date)

MARK LEAFSTEDT
(Print Name of Authorized Representative)

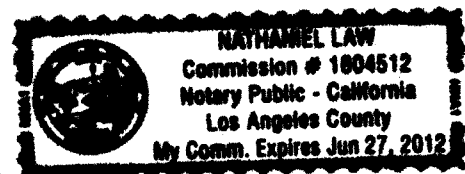
CEO
(Title)

SUBSCRIBED AND SWORN to before me this 23rd day of September, 2008
by Mark Leafstedt, proved to me on the basis of satisfactory evidence to be
the person who appeared before me.

Nathaniel Law
NOTARY PUBLIC

My Commission Expires 6/27/12

07/07/06



ATTACHMENT A

1. Copy of Applicant's Certificate of Good Standing as a Foreign Corporation in Arizona. See Attached.

2. List of names of corporate officers and directors.

Officers and Directors:

Mark Leafstedt CEO/Treasurer

Danny Ing President/Secretary/Director

The above named officers and directors are located at:

707 Wilshire Boulevard, 12th Floor

Los Angeles, California 90017

(213) 995-9700

(213) 995-9710 (fax)

3. Percentage of ownership of each person listed in 2:

Mark Leafstedt 50%

Danny Ing 50%

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION
CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Director of the Arizona Corporation Commission, do hereby certify that

*****TOTAL HOLDINGS, INC*****

a foreign corporation organized under the laws of California did obtain authority to transact business in the State of Arizona on the 23rd day of June 2008.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation has not had its authority revoked for failure to comply with the provisions of the Arizona Business Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed an Application for Withdrawal as of the date of this certificate.

This certificate relates only to the legal authority of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 22nd Day of September, 2008, A. D.


Executive Director

Order Number: 272056

ATTACHMENT B

Proposed Tariff (see attached)

TITLE SHEET

ARIZONA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by Total Holdings, Inc. d/b/a GTC Communications ("GTC Communications" or "GTC"), with principal offices at 707 Wilshire Boulevard, 12th Floor, Los Angeles, California 90017. This tariff applies for services furnished within the State of Arizona. This tariff is on file with the Arizona Corporation Commission, and copies may be inspected, during normal business hours, at the company's principal place of business.

ISSUE DATE: September 22, 2008
ISSUED BY:

Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

EFFECTIVE DATE: October 22, 2008

**CONCURRING, CONNECTING OR
OTHER PARTICIPATING CARRIERS**

1. Concurring Carriers - None
2. Connecting Carriers - None
3. Other Participating Carriers - None

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Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

EFFECTIVE DATE: October 22, 2008

TOTAL HOLDINGS, INC.
D/B/A GTC COMMUNICATIONS

ORIGINAL SHEET 3
ARIZONA CC TARIFF NO. 1

CHECK SHEET

The Sheets of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this sheet.

<u>SHEET</u>	<u>REVISION</u>	<u>SHEET</u>	<u>REVISIONS</u>
1	Original*	21	Original*
2	Original*	22	Original*
3	Original*	23	Original*
4	Original*	24	Original*
5	Original*	25	Original*
6	Original*	26	Original*
7	Original*		
8	Original*		
9	Original*		
10	Original*		
11	Original*		
12	Original*		
13	Original*		
14	Original*		
15	Original*		
16	Original*		
17	Original*		
18	Original*		
19	Original*		
20	Original*		

* New or Revised Sheet

ISSUE DATE: September 22, 2008
ISSUED BY:

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Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

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TARIFF FORMAT

A. Sheet Numbering: Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between pages 11 and 12 would be page 11.1.

B. Sheet Revision Numbers: Revision numbers also appear in the upper right corner of each sheet where applicable. These numbers are used to indicate the most current page version on file with the Commission. For example, 4th Revised Sheet 13 cancels 3rd Revised Sheet 13. Consult the Check Sheet for the sheets currently in effect.

C. Paragraph Numbering Sequence: There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

2.
2.1
2.1.1
2.1.1.A
2.1.1.A.1
2.1.1.A.1.(a)
2.1.1.A.1.(a).I
2.1.1.A.1.(a).I.(i)
2.1.1.A.1.(a).I.(i).(1)

D. Check Sheets: When a tariff filing is made with the Commission, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the sheets contained in the tariff, with a cross reference to the current Revision Number. When new sheets are added, the Check Sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest Check Sheet to find out if a particular sheet is the most current on Commission file.

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SYMBOLS

The following are the only symbols used for the purposes indicated below:

- (C) to signify change in regulation
- (D) to signify a deletion
- (I) to signify a rate increase
- (L) to signify material relocated in the tariff
- (N) to signify a new rate or regulation
- (R) to signify a rate reduction
- (T) to signify a change in text, but no change in rate or regulation

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EFFECTIVE DATE: October 22, 2008

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement from a local exchange telephone company or other common carrier, using either dedicated or switched access, which connects a Customer's location to GTC location or switching center.

Authorization Code - A numerical code, one or more of which may be assigned to a Customer, to enable GTC to identify the origin of the Customer so it may rate and bill the call. Automatic number identification (ANI) is used as the authorization code wherever possible.

Commission - Used throughout this tariff to mean the Arizona Corporation Commission.

Customer - The person, firm, corporation or other legal entity which orders the services of GTC or purchases a GTC Prepaid Calling Card and/or originates prepaid calls using such cards, and is responsible for the payment of charges and for compliance with the Company's tariff regulations.

Company or GTC - Used throughout this tariff to mean Total Holdings, Inc. d/b/a GTC Communications, a California corporation.

Dedicated Access - The Customer gains entry to the Company's services by a direct path from the Customer's location to the Company's point of presence.

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Resp. Org - Responsible Organization or entity identified by an 800 service Customer that manages and administers records in the 800 database and management system.

Switched Access - The Customer gains entry to the Company's services by a transmission line that is switched through the local exchange carrier to reach the Company's point of presence.

Telecommunications - The transmission of voice communications or, subject to the transmission capabilities of the services, the transmission of data, facsimile, signaling, metering, or other similar communications.

Underlying Carrier - The telecommunications carrier whose network facilities provide the technical capability and capacity necessary for the transmission and reception of Customer telecommunications traffic.

ISSUE DATE: September 22, 2008

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ISSUED BY:

Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company

This tariff contains the regulations and rates applicable to intrastate resale telecommunications services provided by GTC for telecommunications between points within the State of Arizona. Resale services are furnished subject to the availability of facilities and subject to the terms and conditions of this tariff in compliance with limitations set forth in the Commission's rules. The Company's services are provided on a statewide basis and are not intended to be limited geographically. The Company offers service to all those who desire to purchase service from the Company consistent with all of the provisions of this tariff. Customers interested in the Company's services shall file a service application with the Company which fully identifies the Customer, the services requested and other information requested by the Company. The Company reserves the right to examine the credit record and check the references of all applicants and Customers prior to accepting the service order. The service application shall not in itself obligate the Company to provide services or to continue to provide service if a later check of applicant's credit record is, in the opinion of the Company, contrary to the best interest of the Company. The Company may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the Customer, to allow connection of a Customer's location to a service provided by the Company. The Customer shall be responsible for all charges due for such service arrangement.

2.1.1 The services provided by GTC are not part of a joint undertaking with any other entity providing telecommunications channels, facilities, or services, but may involve the resale of the Message Toll Services (MTS) and Wide Area Telecommunications Services (WATS) of underlying common carriers subject to the jurisdiction of this Commission.

2.1.2 The rates and regulations contained in this tariff apply only to the resale services furnished by GTC and do not apply, unless otherwise specified, to the lines, facilities, or services provided by a local exchange telephone company or other common carriers for use in accessing the services of GTC.

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- 2.1.3 The Company reserves the right to limit the length of communications, to discontinue furnishing services, or limit the use of service necessitated by conditions beyond its control, including, without limitation: lack of satellite or other transmission medium capacity; the revision, alteration or repricing of the Underlying Carrier's tariffed offerings; or when the use of service becomes or is in violation of the law or the provisions of this tariff.

2.2 Use of Services

- 2.2.1 GTC services may be used for any lawful purpose consistent with the transmission and switching parameters of the telecommunications facilities utilized in the provision of services, subject to any limitations set forth in this Section 2.2.
- 2.2.2 The use of GTC services to make calls which might reasonably be expected to frighten, abuse, torment, or harass another or in such a way as to unreasonably interfere with use by others is prohibited.
- 2.2.3 The use of GTC services without payment for service or attempting to avoid payment for service by fraudulent means or devices, schemes, false or invalid numbers, or false calling or credit cards is prohibited.
- 2.2.4 GTC services are available for use 24 hours per day, seven days per week.
- 2.2.5 GTC does not transmit messages, but the services may be used for that purpose.
- 2.2.6 GTC services may be denied for nonpayment of charges or for other violations of this tariff.
- 2.2.7 Customers shall not use the service provided under this tariff for any unlawful purpose.
- 2.2.8 The Customer is responsible for notifying the Company immediately of any unauthorized use of services.

ISSUE DATE: September 22, 2008

EFFECTIVE DATE: October 22, 2008

ISSUED BY:

Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

2.3 Liability of the Company

- 2.3.1 The Company shall not be liable for any claim, loss, expense or damage for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by the Underlying Carrier, an act of God, fire, war, civil disturbance, act of government, or due to any other causes beyond the Company's control.
- 2.3.2 The Company shall not be liable for, and shall be fully indemnified and held harmless by the Customer against any claim, loss, expense, or damage for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name or service mark, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data or information transmitted.
- 2.3.3 No agent or employee of any other carrier or entity shall be deemed to be an agent or employee of the Company.
- 2.3.4 The Company's liability for damages, resulting in whole or in part from or arising in connection with the furnishing of service under this tariff, including but not limited to mistakes, omissions, interruptions, delays, errors, or other defects or misrepresentations shall not exceed an amount equal to the charges provided for under this tariff for the long distance call for the period during which the call was affected. No other liability in any event shall attach to the Company.
- 2.3.5 The Company shall not be liable for and shall be indemnified and saved harmless by any Customer or by any other entity from any and all loss, claims, demands, suits, or other action or any liability whatsoever, whether suffered, made, instituted, or asserted by any Customer or any other entity for any personal injury to, or death of, any person or persons, and for any loss, damage, defacement or destruction of the premises of any Customer or any other entity or any other property whether owned or controlled by the Customer or others.

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EFFECTIVE DATE: October 22, 2008
Mark Leafstedt, CEO
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Los Angeles, California 90017

2.3.6 The Company shall not be liable for any indirect, special, incidental, or consequential damages under this tariff including, but not limited to, loss of revenue or profits, for any reason whatsoever, including the breakdown of facilities associated with the service, or for any mistakes, omissions, delays, errors, or defects in transmission occurring during the course of furnishing service.

2.3.7 The remedies set forth herein are exclusive and in lieu of all other warranties and remedies, whether express, implied, or statutory, INCLUDING WITHOUT LIMITATION IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE.

2.4 Responsibilities of the Customer

2.4.1 The Customer is responsible for placing any necessary orders and complying with tariff regulations. The Customer is also responsible for the payment of charges for services provided under this tariff.

2.4.2 The Customer is responsible for charges incurred for special construction and/or special facilities which the Customer requests and which are ordered by GTC on the Customer's behalf.

2.4.3 If required for the provision of GTC's services, the Customer must provide any equipment space, supporting structure, conduit and electrical power without charge to GTC.

2.4.4 The Customer is responsible for arranging access to its premises at times mutually agreeable to GTC and the Customer when required for GTC personnel to install, repair, maintain, program, inspect or remove equipment associated with the provision of GTC's services.

2.4.5 The Customer shall cause the temperature and relative humidity in the equipment space provided by Customer for the installation of GTC equipment to be maintained within the range normally provided for the operation of microcomputers.

ISSUE DATE: September 22, 2008

EFFECTIVE DATE: October 22, 2008

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Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
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-
- 2.4.6 The Customer shall ensure that the equipment and/or system is properly interfaced with GTC facilities or services, that the signals emitted into GTC network are of the proper mode, bandwidth, power and signal level for the intended use of the subscriber and in compliance with criteria set forth in this tariff, and that the signals do not damage equipment, injure personnel, or degrade service to other Customers. If the Federal Communications Commission or some other appropriate certifying body certifies terminal equipment as being technically acceptable for direct electrical connection with interstate communications service, GTC will permit such equipment to be connected with its channels without the use of protective interface devices. If the Customer fails to maintain the equipment and/or the system properly, with resulting imminent harm to GTC equipment, personnel or the quality of service to other Customers, GTC may, upon written notice, require the use of protective equipment at the Customer's expense. If this fails to produce satisfactory quality and safety, GTC may, upon written notice, terminate the Customer's service.
- 2.4.7 The Customer must pay GTC for replacement or repair of damage to the equipment or facilities of GTC caused by negligence or willful act of the Customer or others, by improper use of the services, or by use of equipment provided by Customer or others.
- 2.4.8 The Customer must pay for the loss through theft of any GTC equipment installed at Customer's premises.
- 2.4.9 If GTC installs equipment at Customer's premises, the Customer shall be responsible for payment of any applicable installation charge.
- 2.4.10 The Customer must use the services offered in this tariff in a manner consistent with the terms of this tariff and the policies and regulations of all state, federal and local authorities having jurisdiction over the service.

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Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
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2.5 Cancellation or Interruption of Services

- 2.5.1 Without incurring liability, upon five (5) working days' (defined as any day on which the company's business office is open and the U.S. Mail is delivered) written notice to the Customer, GTC may immediately discontinue services to a Customer or may withhold the provision of ordered or contracted services:
 - 2.5.1.A For nonpayment of any sum due GTC for more than thirty (30) days after issuance of the bill for the amount due,
 - 2.5.1.B For violation of any of the provisions of this tariff,
 - 2.5.1.C For violation of any law, rule, regulation, policy of any governing authority having jurisdiction over GTC services, or
 - 2.5.1.D By reason of any order or decision of a court, public service commission or federal regulatory body or other governing authority prohibiting GTC from furnishing its services.
- 2.5.2 Without incurring liability, GTC may interrupt the provision of services at any time in order to perform tests and inspections to assure compliance with tariff regulations and the proper installation and operation of Customer and GTC equipment and facilities and may continue such interruption until any items of noncompliance or improper equipment operation so identified are rectified.
- 2.5.3 Service may be discontinued by GTC without notice to the Customer, by blocking traffic to certain countries, cities or NXX exchanges, or by blocking calls using certain Customer authorization codes, when GTC deems it necessary to take such action to prevent unlawful use of its service. GTC will restore service as soon as it can be provided without undue risk, and will, upon request by the Customer affected, assign a new authorization code to replace the one that has been deactivated.

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2.5.4 The Customer may terminate service upon thirty (30) days written notice for the Company's standard month to month contract. Customer will be liable for all usage on any of the Company's service offerings until the Customer actually leaves the service. Customers will continue to have Company usage until the Customer notifies its local exchange carrier and changes its long distance carrier. Until the Customer so notifies its local exchange carrier, it shall continue to generate and be responsible for long distance usage.

2.6 Credit Allowance

2.6.1 Credit may be given for disputed calls, on a per call basis.

2.6.2 Credit shall not be issued for unavailability of long distance services.

2.7 Restoration of Service

The use and restoration of service shall be in accordance with the priority system specified in part 64, Subpart D of the Rules and Regulations of the Federal Communications Commission.

2.8 Deposit

The Company does not require deposits.

2.9 Advance Payments

The Company does not require advance payments.

ISSUE DATE: September 22, 2008
ISSUED BY:

EFFECTIVE DATE: October 22, 2008
Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

2.10 Payment and Billing

- 2.10.1 Service is provided and billed on a billing cycle basis, beginning on the date that service becomes effective. Billing is payable upon receipt.
- 2.10.2 The customer is responsible for payment of all charges for services furnished to the Customer, as well as to all persons using the Customer's codes, exchange lines, facilities, or equipment, with or without the knowledge or consent of the Customer. The security of the Customer's Authorization Codes, subscribed exchange lines, and direct connect facilities is the responsibility of the Customer. All calls placed using direct connect facilities, subscribed exchange lines, or Authorization Codes will be billed to and must be paid by the Customer. Recurring charges and non-recurring charges are billed in advance. Charges based on actual usage during a month and any accrued interest will be billed monthly in arrears.
- 2.10.3 All bills are presumed accurate, and shall be binding on the customer unless objection is received by the Company in writing within 30 days after such bills are rendered. No credits, refunds, or adjustments shall be granted if demand therefore is not received by the Company in writing within such 30 day period.

2.11 Collection Costs

In the event Company is required to initiate legal proceedings to collect any amounts due to Company for regulated or non-regulated services, equipment or facilities, or to enforce any judgment obtained against a Customer, or for the enforcement of any other provision of this tariff or applicable law, Customer shall, in addition to all amounts due, be liable to Company for all reasonable costs incurred by Company in such proceedings and enforcement actions, including reasonable attorneys' fees, collection agency fees or payments, and court costs. In any such proceeding, the amount of collection costs, including attorneys' fees, due to the Company, will be determined by the court.

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Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
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2.12 Taxes

All federal, state and local taxes, assessments, surcharges, or fees, including sales taxes, use taxes, gross receipts taxes, and municipal utilities taxes, are billed as separate line items and are not included in the rates quoted herein. GTC may adjust its rates and charges or impose additional rates and charges on its customers in order to recover amounts it is required by governmental or quasi-government authorities to collect from and pay to others in support of statutory or regulatory programs. Examples of such programs include, but are not limited to, the Universal Service Fund, the Primary Interexchange Carrier Charge, and compensation to payphone service providers for use of their payphones to access GTC's services.

2.13 Late Charge

A late fee of 1.5% per month or the amount otherwise authorized by law, whichever is lower, will be charged on any past due balances.

2.14 Returned Check Charge

A fee will be charged whenever a check or draft presented for payment for service is not accepted by the institution on which it is written.

ISSUE DATE: September 22, 2008
ISSUED BY:

Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

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SECTION 3 - DESCRIPTION OF SERVICE

3.1 Computation of Charges

- 3.1.1 The total charge for each completed call may be a variable measured charge dependent on the duration, distance and time of day of the call. The total charge for each completed call may also be dependent only on the duration of the call, i.e. a statewide flat rate per minute charge. The variable measured charge is specified as a rate per minute which is applied to each minute. All calls are measured in increments as set forth in the Rates Section of this tariff. All calls are rounded up to the next whole increment.
- 3.1.2 Where mileage bands appear in a rate table, rates for all calls are based upon the airline distance between the originating and terminating points of the call, as determined by the vertical and horizontal coordinates associated with the exchange (the area code and three digit central office code) associated with the originating and terminating telephone numbers. If the Customer obtains access to the Company's network by a dedicated access circuit, that circuit will be assigned an exchange for rating purposes based upon the Customer's main telephone number at the location where the dedicated access circuit terminates. The vertical and horizontal (V & H) coordinates for each exchange and the airline distance between them will be determined according to industry standards.
- 3.1.3 Timing begins when the called station is answered and two way communication is possible, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. Recognition of answer supervision is the responsibility of the Underlying Carrier. Timing for each call ends when either party hangs up. GTC will not bill for uncompleted calls.

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3.2 Customer Complaints and/or Billing Disputes

Customer inquiries or complaints regarding service or accounting may be made in writing or by telephone to the Company at:

707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017
(800) 486-4030

Any objection to billed charges should be reported promptly to GTC. Adjustments to Customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate. Where overbilling of a subscriber occurs, due either to Company or subscriber error, no liability exists which will require the Company to pay any interest, dividend or other compensation on the amount overbilled.

If a Customer accumulates more than One Dollar of undisputed delinquent GTC 800 Service charges, the GTC Resp. Org. reserves the right not to honor that Customer's request for a Resp. Org. change until such undisputed charges are paid in full.

3.3 Level of Service

A Customer can expect end to end network availability of not less than 99% at all times for all services.

3.4 Billing Entity Conditions

When billing functions on behalf of GTC or its intermediary are performed by local exchange telephone companies or others, the payment of charge conditions and regulations of such companies and any regulations imposed upon these companies by regulatory bodies having jurisdiction apply. GTC's name and toll-free telephone number will appear on the Customer's bill.

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3.5 Service Offerings

3.5.1 1+ Dialing

This service permits Customers to originate call via switched or dedicated access lines, and to terminate intrastate calls. The customer dials "1+" followed by "ten digits" or dials "101XXXX" followed by "1+ ten digits".

3.5.2 Travel Cards

The Customer utilizes an 11 digit "toll-free" access number established by the Company to access a terminal. Upon receiving a voice prompt, the Customer uses push button dialing to enter an identification code assigned by the Company, and the ten digit number of the called party.

3.5.3 800 Service (Toll-Free)

This service is inbound calling only where an 800, 888 or other toll-free prefix number rings into a Customer's premise routed to a specific telephone number or terminated over a dedicated facility.

3.5.4 Directory Assistance.

Access to long distance directory assistance is obtained by dialing 1 + 555-1212 for listings within the originating area code and 1 + (area code) + 555-1212 for other listings. When more than one number is requested in a single call, a charge will apply for each number requested. A charge will be applicable for each number requested, whether or not the number is listed or published.

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3.5.5 Specialized Pricing Arrangements.

Customized service packages and competitive pricing packages at negotiated rates may be furnished on a case-by-case basis in response to requests by Customers to the Company for proposals or for competitive bids. Service offered under this tariff provision will be provided to Customers pursuant to contract. Unless otherwise specified, the regulations for such arrangements are in addition to the applicable regulations and prices in other sections of the tariff. Specialized rates or charges will be made available to similarly situated Customers on a non-discriminatory basis.

3.5.6 Emergency Call Handling Procedures

Emergency "911" calls are not routed to company, but are completed through the local network.

3.5.7 Promotional Offerings

The Company may, from time to time, make promotional offerings to enhance the marketing of its services. These offerings may be limited to certain dates, times and locations. The Company will notify the Commission of such offerings as required by Commission rules and regulations.

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SECTION 4 - RATES

4.1 1+ Dialing

4.1.1 Basic Plan

\$0.249 per minute

A \$4.95 per month service charge applies.
Billed in one-minute increments.

4.1.2 Residential Plan

Residential Plan is not available to those residential customers whose home phone line is classified as a "business", "public", or "semi-public" line. Customer may not use this service for commercial use. If GTC determines the service is not being used for individual residential service, or in any other way violates the restriction of this service, customer will be ineligible for this product, and GTC may terminate customer's account.

\$0.12 per minute

A \$2.00 minimum monthly billing requirement, per telephone line, applies. Customers whose monthly usage per telephone line is less than the minimum, excluding taxes and surcharges for the monthly billing period, will be billed the minimum amount.

A \$1.95 per month service charge applies.

Monthly service charge waived if customer elects to pay by credit card and receive their bill online.

Billed in one-minute increments.

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4.1.3 Residential Plan II

Residential Plan is not available to those residential customers whose home phone line is classified as a "business", "public", or "semi-public" line. Customer may not use this service for commercial use. If GTC determines the service is not being used for individual residential service, or in any other way violates the restriction of this service, customer will be ineligible for this product, and GTC may terminate customer's account.

\$0.12 per minute

A \$2.00 minimum monthly billing requirement, per telephone line, applies. Customers whose monthly usage per telephone line is less than the minimum, excluding taxes and surcharges for the monthly billing period, will be billed the minimum amount.

A \$1.95 per month service charge applies. However, if customer elects to pay by credit card and paper billing, monthly service charge reduced to \$0.95.

Monthly service charge waived if customer elects to pay by credit card and receive their bill online.

Billed in one-minute increments.

4.1.4 Business Plan

\$0.12 per minute

A \$2.00 minimum monthly billing requirement, per telephone line, applies. Customers whose monthly usage per telephone line is less than the minimum, excluding taxes and surcharges for the monthly billing period, will be billed the minimum amount.

A \$4.95 per month service charge applies.

Billed in one-minute increments.

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Los Angeles, California 90017

4.1.5 Business ePlan

\$0.12 per minute

A \$2.00 minimum monthly billing requirement, per telephone line, applies. Customers whose monthly usage per telephone line is less than the minimum, excluding taxes and surcharges for the monthly billing period, will be billed the minimum amount.

A \$1.95 per month service charge applies if customer elects to pay by credit card and paper billing. Monthly service charge waived if customer elects to pay by credit card and receive their bill online.

Billed in one-minute increments.

4.2 Travel Cards

\$.149 per minute

A \$.25 per call service charge applies.

Billed in one-minute increments.

4.3 Toll Free

\$0.12 per minute

A \$10 monthly minimum usage, per toll-free number, applies. This charge will appear on the bill each month that a customer's toll-free billing, per toll-free number, is less than \$10.00.

Billed in one-minute increments.

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4.5 Directory Assistance

\$.85 per each number requested

4.6 Returned Check Charge

\$20.00

4.7 Rate Periods

	Monday - Friday	Sat.	Sun.
8 a.m. to 5 p.m.*	Daytime Rate Period	Evening Rate Period	
5 p.m. to 11 p.m.*	Evening Rate Period		
11 p.m. to 8 a.m.*	Night/Weekend Rate Period		

* To, but not including

When a message spans more than one rate period, total charges for the minutes in each rate period are calculated and the results for each rate period are totaled to obtain the total message charge. If the calculation results in a fractional charge, the amount will be rounded down to the lower cent.

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4.8 Payphone Dial Around Surcharge

A dial around surcharge of \$.50 per call will be added to any completed INTRASTATE toll access code and subscriber 800/888 type calls placed from a public or semi-public payphone.

4.9 Universal Service Fund Assessment & Presubscribed Interexchange Carrier Charge

The Customer will be assessed a monthly federal Universal Service Fund Contribution charge on all telecommunications services, which in no event shall be less than the prevailing contribution percentage rate charged the Company on intrastate traffic by the Universal Service Administrative Company (or any successor). A Presubscribed Interexchange Carrier Charge ("PICC") applies on a monthly basis to all Customer monthly bills at the prevailing rate.

4.10 Arizona Universal Service Fund (AUSF) Assessment

GTC will assess a fee to support the AUSF in accordance with regulations of the Arizona Corporation Commission. As the Arizona Corporation Commission issues orders which increase or decrease the requirement for AUSF funding, this surcharge amount(s) will be adjusted accordingly.

ISSUE DATE: September 22, 2008
ISSUED BY:

EFFECTIVE DATE: October 22, 2008
Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

ATTACHMENT C

Proposed legal notice (see attached)

**NOTICE OF APPLICATION FOR CERTIFICATE OF
CONVENIENCE AND NECESSITY TO PROVIDE COMPETITIVE
RESOLD INTEREXCHANGE TELECOMMUNICATIONS
SERVICES BY TOTAL HOLDINGS, INC.**

Total Holdings, Inc. d/b/a GTC Communications ("Applicant") has filed with the Arizona Corporation Commission ("Commission") an application for a Certificate of Convenience and Necessity ("Certificate") to provide competitive resold interexchange telecommunications services in the State of Arizona. Applicant will be required by the Commission to provide this service under the rates and charges and terms and conditions established by the Commission.

A.R.S. § 40-282 provides that the Commission may act on an application for a Certificate to provide resold telecommunications services without a hearing, or with a hearing, if one is requested by any party. Applicant or any other party must request a hearing within twenty (20) days of the date of this notice, or the Commission will rule on the application without a hearing.

The application, report of the Commission's Utilities Division Staff, and any written exceptions to the Staff report prepared by the applicant are available for inspection during regular business hours at the offices of the Commission located at 1200 West Washington Street, Phoenix, Arizona, 85007, and the Applicant, 707 Wilshire Boulevard, 12th Floor, Los Angeles, California, 90017.

Under appropriate circumstances, interested parties may intervene in the proceedings, and participate as a party. Intervention shall be in accordance with the A.A.C.R. 14-3-105, except that all motions to intervene must be filed on or within twenty (20) days of the date of this notice. You may have the right to intervene in the proceedings, or you may make a statement for the record. If you have any comments, mail them to:

The Arizona Corporation Commission
Attention Docket Control
Re: Total Holdings, Inc.
Docket Number
1200 West Washington Street
Phoenix, Arizona 85007

All Comments should be received within twenty (20) days of the date of this notice.

If you have any questions about this application or have any objections to its approval, you may contact Consumer Services Section of the Commission at 1200 West Washington Street, Phoenix, Arizona 85007, or call 1-800-222-7000.

The Commission does not discriminate on the basis of disability in admission to its public meetings. Persons with a disability may request reasonable accommodations such as sign language interpreter, as well as request this document in an alternative format, by contacting Shelley Hood, ADA Coordinator, voice phone number (602) 542-3931, E-Mail shood@cc.state.az.us. Requests should be made as early as possible to allow time to arrange the accommodation.

ATTACHMENT D

Total Holdings, Inc. is a newly formed corporation and was incorporated in the State of California on February 28, 2008. See Total Holdings, Inc's Balance Sheet and Income Statement for the four months ended June 30, 2008.

TOTAL HOLDINGS, INC.
BALANCE SHEET
FOR THE PERIOD ENDING JUNE 30, 2008

ASSETS	THI
CURRENT ASSETS	
Cash and cash equivalents	\$ 294,841
Accounts receivable, less allowances	
Prepaid expenses	
Due from TCM	
Due from TCI	
Note Receivable	
Inventory	
Deposits	
Deferred Income Taxes	
Other Investments	\$ 100,000
Total Current Assets	\$ 394,841
PROPERTY, PLANT, AND EQUIPMENT	
Fixed Assets	
Less: Accumulated Depreciation/Amortization	
Net Property, Plant, and Equipment	\$ -
OTHER ASSETS	
Net amortizable intangible assets	
Goodwill	
TOTAL ASSETS	\$ 394,841
LIABILITIES AND STOCKHOLDERS' EQUITY	
CURRENT LIABILITIES	
Accounts Payable	
Accrued Liabilities	
Line of Credit	
Note Payable	\$ 299,000
Due to TCI	
Due to Opex	
Customer deposits	
Deferred Revenue	
Total Current Liabilities	\$ 299,000
LONG-TERM LIABILITIES	
Software Loan	
TOTAL LIABILITIES	\$ 299,000
STOCKHOLDERS' EQUITY	\$ 95,841
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 394,841

TOTAL HOLDINGS, INC.
STATEMENT OF INCOME
FOR THE 2 MONTHS ENDING JUNE 30, 2008

	THI
REVENUES	\$ 126,930
COST OF SALES	\$ -
GROSS PROFIT	\$ 126,930
	100.0%
SALES, GENERAL & ADMINISTRATIVE	
Sales and marketing	\$ -
General and administrative	\$ 32,089
Other (Income)/Expense	\$ -
TOTAL SG&A	\$ 32,089
EBITDA	\$ 94,841
Depreciation and amortization	\$ -
Net interest	\$ -
Provision for income taxes	\$ -
NET INCOME	\$ 94,841

ATTACHMENT E

List of names, address and telephone numbers of all key personnel employed by the Applicant:

Mark Leafstedt has been CEO and Treasurer of Total Holdings since its inception. Mr. Leafstedt has over 25 years of experience in service related industries and over 7 years in senior management, holding board level capacities within the telecommunications industry. For 8 years, he was the Chief Operating Officer for a tradeshow management company, jointly owned by two non-profit trade associations. Leveraging his professional experience, Mr. Leafstedt enjoys working with volunteer groups and the boards of trade associations. He has been highly involved in the telecommunications industry and is an active leader, participating in many prominent telecommunications organizations. He earned his MBA from Pepperdine University.

Danny Ing has been President and Secretary of Total Holdings since its inception. Mr. Ing is responsible for overseeing all facets of the day-to-day operations, including the development of new lines of business. With over 8 years of experience with long distance companies as a Controller and Chief Financial Officer, Mr. Ing has significant experience running the back office and financial operations of a long distance company. He graduated from Pacific Union College with a degree in Business Administration

Heather Hall has been Vice President of Operations of Total Holdings since its inception. Ms. Hall is responsible for the operational and financial activities and planning of the company. She has over eight (8) years of experience with long distance companies as a director of client services and program manager and as a vice president of billing and finances. As a vice president of billing and finances, she directly managed the billing, collection and account receivables for approximately 40,000 telecom customers and managed and administrated the billing software system for all telecom services. She graduated from the University of California, Irvine and has an MBA from California State University, Fullerton.

All are located at the Applicant's principal address:

707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017
(213) 995-9700
(213) 995-9710 (fax)